

# MAC CHARLES (INDIA) LIMITED

Corporate Identification No. (CIN): L55101KA1979PLC003620

Registered Office : 28, Sankey Road, Bangalore - 560 052

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE MEMBERS THAT the 35th Annual General Meeting of MAC CHARLES (INDIA) LIMITED will be held at Hotel Le Meridien, No. 28, Sankey Road, Bangalore – 560 052, on Tuesday the 29th September, 2015 at 4.30 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.
2. To declare a dividend on equity shares.
3. Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of K.B. Nambiar and Associates, Chartered Accountants (Firm Registration No.002313S) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2016 to examine and audit the accounts of the Company for the financial year 2015-16, at such remuneration plus service tax, out-of-pocket, expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### SPECIAL BUSINESS

4. Appointment of Ms. Tanya Girdhar John as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Ms. Tanya Girdhar John (DIN: 06641106), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.08.2015, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (Act) but who is eligible for appointment and in respect of

whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Clause 49 of the Listing Agreement, Ms. Tanya Girdhar John who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 29.09.2015 up to 28.09.2020.”

5. Approval of the remuneration payable to Mr. Suresh K Badlaney in his capacity as ‘Manager’ under provisions of the Companies Act, 2013.

To consider, and if thought fit to pass, with or without modification, to following resolution as an ordinary resolution:

“Resolved that subject to the provisions of the companies Act, 2013, the Board of Directors be and is hereby authorized to fix and pay such remuneration for each financial year to Mr. Suresh K Badlaney in his capacity as ‘Manager’ under the provisions of the Company Act, 2013 as the Board deems fit and necessary”.

By Order of the Board of Directors

Bangalore  
21st August 2015

M. S. REDDY  
*Company Secretary*

### NOTES

- a) The relative Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, (“the Act”) in respect of the special business under item Nos. 4 and 5 is annexed hereto.
- b) The Register of Members and Share Transfer Book will remain closed from 25th September 2015 to 28th September 2015 for the purpose of payment of dividend, if any, to be declared at this meeting to those members whose names appear on the Company’s Register of Members on 24th September, 2015.
- c) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at its Registered Office not less than 48 hours before the commencement of the meeting.

## MAC CHARLES (INDIA) LIMITED

- d) Members holding shares in multiple folios in Physical category are requested to apply for consolidation to the Registrar and Transfer Agent (R&T Agent)/Company along with relevant Share Certificates.
- e) Members desirous of changing their shareholding from physical category to electronic category (dematerialization) may apply with their respective Depository Participants (DP's). The Company's shares are already admitted with CDSL and NSDL for dematerialization purpose and the ISIN allotted to your Company's equity shares is INE435D01014.
- f) The dividend, if any, in respect of Equity Shares held in electronic category will be paid on basis of beneficial ownership, details of which are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the said purpose.
- g) For effecting change of Address/Bank details/Electronic Clearing Services (ECS) Mandate, if any, Members are requested to notify the same to the following :
- (i) If shares are held in Physical category, to the Company/ R&T Agent of the Company, i.e., BgSE Financials Limited, RTA Division, Stock Exchange Tower, No.51, 1st Cross, J.C. Road, Bangalore – 560 027.
- (ii) If shares are held in electronic electronic, to their respective Depository Participant (DP). The Company/ R&T Agent will not entertain request for noting change of Address/Bank details/ECS Mandate, if any.
- h) Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote in respect of resolutions to be passed at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Mr. B. Chandu Narayan, practicing Company Secretary (C.P.No.9517) has been appointed as scrutinizer in this regard.

Procedure / Instructions for e-Voting are as under :

- (i) The Voting period begins on 25.09.2015 (from 9:00 a.m.) and ends on 28.09.2015 (up to 6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The results will be announced and published on 30.09.2015.
- (ii) The Shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab

- (iv) Now Enter your User ID
- For CDSL : 16 digits beneficiary ID,
  - For NSDL : 8 Character DP ID followed by 8 digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |  |
|--|--|
| PAN*   | <p>PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul> |
| DOB#   | Enter the Date of Birth as recorder in your demat account or in the company's records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details#                                     | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company's records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter DOB or Dividend Bank Details in order to Login. If the details are not recorded with the depository or Company please enter the number of share held by you as on the cutoff date in the Dividend Bank details field.</li> </ul>   |

- (viii) After existing these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holdings shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Mac Charles (India) Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the Use ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.

[evoting@cdslindia.com](mailto:evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help selection or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- i) The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website [www.maccharlesindia.com](http://www.maccharlesindia.com) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- j) Corporate members intending to send their authorize representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote (if casted at the AGM) on their behalf at the meeting.
- k) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote (if casted at the AGM).
- l) Members are requested to :
  - (i) bring their copy of Annual Report and Attendance Slip at the venue of the meeting.
  - (ii) Quote their folio/DP & Client Id No. in all correspondence with the R&T Agent/Company.
  - (iii) Note that briefcase, mobile phone, bag, eatables and other belongings will not be allowed to be taken inside the venue of the meeting for security purpose and shareholders will be required to take care of their belongings.
  - (iv) To support the “Green Initiative”, the Members who have not registered their email address are requested to register the same with the Company in case of shares held in physical form or with the Depositories in case of shares held in dematerialized form.
  - (v) Members having specific queries regarding accounts are requested to deposit their queries in writing at the Registered Office of the Company not less than fortyeight (48) hours before the commencement of the meeting, so as to make the management to furnish the clarification.

## EXPLANATORY STATEMENT As required by Section 102 of the Companies Act, 2013 (the Act)

The following Explanatory Statement sets out the material facts relating to the business under items Nos. 4 and 5 of the accompanying Notice dated 21st August, 2015.

### ITEM No. 4

- a. Ms. Tanya Girdhar John was appointed as an additional Director of the company on 21.08.2015.
- b. Tanya has an MBA from St. Joseph's College of Business Admin, India and an MSc in supply Chain Management from Heriot Watt University, Scotland, UK. She is an internationalist with a diverse background in marketing and supply chain management. Tanya Girdhar John has been a consultant with various corporations including companies in hospitality technology, marketing/sales and more. Previously Tanya worked as Director of Business Development for Washington DC's INDUS Corporation's Strategic Business Solutions. INDUS Corp's SBS provides software development services and other solutions, leveraging global resources to provide globally competitive IT solutions. Prior to INDUS, Tanya served as Executive Director for the Washington, DC Chapter of TiE, one of the region's leading business networking organizations. In 2005, Tanya founded Attain LLC, dedicated to event and conference management. She is also a founding Board Member of Tsunami Relief Inc., a charitable corporation created to provide emergency support for the victims of the 2005 tsunamis that devastated parts of Asia. Tsunami Relief Inc has raised over \$14 million, for which Tanya was commended by the State of Virginia. Tanya has been actively involved with the community as Board member of George Mason University's International Center for Education, Culture and Arts. Tanya Chaired the Membership committee at ExecutiveBiz, Washington's fastest growing CXO organization. She also served on committees at the Association of Corporate Growth, Women in Technology and ICEO. Previously, Tanya served as Director of Programs for the Maryland-India Business Roundtable (an initiative of the Governor of Maryland). Prior to joining INDUS, Tanya served as IT Business Development Director for Asia Pacific Group in Malaysia, where she assisted in the launch of the IT division for the company. In addition, she has various marketing related experiences with Reliance Industries Group (in 2000, the company was ranked as Asia's 10th best managed company), Digital Media and others.
- c. Ms. Tanya Girdhar John is a Non-Executive Director and considered as Independent under Clause 49 of the Listing Agreement.
- d. As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the

Board of a Company and is not liable to retire by rotation. Ms. Tanya Girdhar John has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

- e. The matter regarding appointment of Ms. Tanya Girdhar John as Independent Director was placed before the Board, which commends her appointment as an Independent Director up to 28.09.2020.
- f. In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is independent of the management.
- g. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the Appointment of Ms. Tanya Girdhar John as Independent Director is now being placed before the Members in general meeting for their approval.
- h. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.
- i. Ms. Tanya Girdhar John may be deemed to be concerned and interested in item No.4 as it relates to her appointment as Independent Director of the Company. Other than Ms. Tanya Girdhar John, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at item No.4 of the Notice.

### ITEM No. 5

- a. Mr. Suresh K Badlaney has been working with the Company since October 2013 as Vice President Operations. He had earlier worked as General Manager of the Company for 14 year from 1991 to 2005. After the resignation of Ms. Sangeeta Pardhanani as Managing Director with effect from 01.04.2015, the Board of Directors at their meeting held on 24.04.2015 appointed Mr. Suresh K Badlaney as 'Manager' under the provisions of Companies Act, 2013, with effect from 01.04.2015 for three years on monthly remuneration of Rs.2,00,000/- plus 0.10% annual commission/fees on the profit of the Company computed under the provisions of the Companies Act, 2013.
- b. The terms and conditions of his remuneration shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.
- c. Mr. Suresh K Badlaney may be deemed to be concerned and interested in item No.5 as it relates to his remuneration as Manager of the Company. Other than Mr. Suresh K Badlaney, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at item No.5 of the Notice.